IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY PETITION NO. 428 TO 433 OF 2007

CONNECTED WITH

COMPANY APPLICATION NO. 524 TO 529 OF 2007

IN THE MATTER OF THE SCHEME OF AMALGAMATION OF

(i) Agarta Holdings and Trading Private Limited,

(ii) Classic Merchant Bankers Private Limited,

(iii) Lacerta Commercial Private Limited,

(iv) Lordwest Investment And Trading Private Limited,

(v) Sandoz Textiles and Trading Private Limited, Petitioners/

Transferor Companies

WITH

Bhumika Trading Private Limited. .. Transferee Company

Mr A.S.Doctor i/b Junnarkar & Associates, for the petitioner.

Mr P.Ramarao – O.L., except C.P.No.433/07

Ms. Heena Shah with G.C.Mishra for R.D. in all the matters.

CORAM: D.B.BHOSALE, J.

DATED: 7th SEPTEMBER, 2007.

P.C.:

1. Heard learned counsel for the parties.

2. The sanction of the court is sought to a scheme of amalgamation under sections 391 to 394 of the Companies Act, 1956.

3. Counsel appearing on behalf of the Petitioners in all the transforer companies has stated before the court that insofar as all the transferor companies are concerned: (i) Their all equity shareholders have granted consents; (ii) There are no preferential shareholders or secured creditors and all the unsecured creditors have granted their consents and hence the meeting was dispensed with by the order dated 27.4.2007.

4.Insofar as the transferee company is concerned, the court has been informed by the learned counsel that (i) All the share holders have granted their consents;(ii) All the preferntial shareholders have granted their consents; and (iii) There are no secured or unsecured creditors.

5. Both the Regional Director and the Official Liquidator have stated that the scheme as proposed is not contrary to the public interest or prejudicial to the interest of share holders or creditors.

6. There is no objection to the scheme and since all the requisite statutory compliances have been fulfilled, all the Company Petitions filed by the transferor companies are made absolute in terms of prayer clauses (a) to (i).

7. Company Petition No. 433 of 2007 of the Transferee company is also made absolute in terms of prayer clauses (a) to (n).

8. The transferee company is directed to lodge a copy of this order and the scheme with the concerned Superintendent of Stamps for the purpose of adjudication of stamp duty payable, if any, on the same within 30 days of obtaining the certified copy and/or authenticated copy of the order.

9. The petitioners in all the company petitions to pay cost of Rs.2,500/- each to the Regional Director and to the Official Liquidator by the petitioners in all the petitions of transferor companies.Costs to be paid within four weeks from today.

10. Filing and issuance of the drawn up order is dispensed with.

11. All authorities concerned to act on a copy of this order duly authenticated by the Registry.

(D.B.BHOSALE, J.)